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[Proposed] Attorneys for
The Official Committee of Unsecured Creditors

**UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF NEW YORK**

In re:

NATIONAL AIR CARGO, INC.,

Debtor.

Chapter 11

Case No. 14-12414-MJK

**ORDER AUTHORIZING AND APPROVING THE EMPLOYMENT OF
PACHULSKI STANG ZIEHL & JONES LLP AS COUNSEL TO THE
OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF NATIONAL AIR
CARGO, INC., EFFECTIVE AS OF NOVEMBER 4, 2014**

The relief set forth on the following pages numbered two (2) and three (3) is hereby

ORDERED.

This matter came before the Court on the *Application for Entry of an Order Authorizing and Approving the Employment of Pachulski Stang Ziehl & Jones LLP as Counsel to the Official Committee of Unsecured Creditors of National Air Cargo, Inc., Effective as of November 14, 2014* [Doc. No. ____] (the “Application”)¹ and the Declaration of Bradford J. Sandler filed in support of the Application (the “Sandler Declaration”) both filed by the Official Committee of Unsecured Creditors (the “Committee”) of National Air Cargo, Inc. (the “Debtor”), pursuant to sections 328(a) and 1103(a) Title 11 of the United States Code (the “Bankruptcy Code”), Rule 2014 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rule 2014-1 of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Western District of New York (the “Local Rules”), for an order authorizing and approving the retention and employment of Pachulski Stang Ziehl & Jones LLP as counsel for the Committee in these cases; and the Court having jurisdiction to consider the Application and the relief requested therein in accordance with 28 U.S.C. § 1334; and consideration of the Application and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Application having been provided, and it appearing that no other or further notice need be provided; and it appearing to the Court that the said Application should be approved, it is, therefore, ORDERED that:

1. The Application is granted.
2. Pursuant to sections 328 and 1103 of the Bankruptcy Code, Bankruptcy Rule 2014, and Local Rule 2014-1, the Committee is authorized to employ and retain and employ PSZJ as counsel to the Committee effective as of November 14, 2014.

¹ Capitalized terms not otherwise defined herein shall have the meanings and definitions ascribed to such terms in the Application.

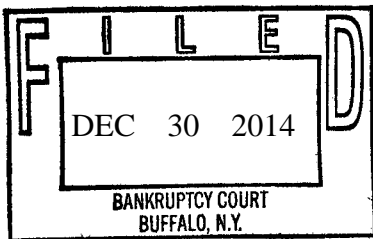
3. PSZJ shall apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with the Debtor's case as set forth in the Application and in compliance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and any other applicable procedures and orders of this Court.

4. The Committee and PSZJ are authorized and empowered to take all actions necessary to implement the relief granted in this Order.

5. PSZJ is authorized to sign and file electronically all notices, orders, motions, applications and other requests for relief, all briefs, memoranda, affidavits, declarations, replies and other documents filed in support of such documents and all objections and responses related to any such documents filed by any party in the Debtor's chapter 11 case.

6. The Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

DEC 30 2014



So Ordered
[Signature]

MICHAEL J. KAPLAN,
USBJ.